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 Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR
 Chapter 11

**Jointly Administered Under
 Case No. BK-S-06-10725 LBR**

**OMNIBUS NOTICE OF
 HEARINGS REGARDING
 APPLICATIONS FOR
 COMPENSATION AND
 REIMBURSEMENT OF
 EXPENSES
 (AFFECTS ALL DEBTORS)**

Hearing Date: June 22, 2007
 Hearing Time: 9:30 a.m.
 Place: Courtroom 1
 Foley Federal Building
 300 Las Vegas Blvd. South

NOTICE IS HEREBY GIVEN that the following Applications have been filed as set forth:

1. **First And Final Application For Award Of Professional Fees And Reimbursement Of Expenses Of Sierra Consulting Group LLC As Financial Advisor To The Official Unsecured Creditors Committee For USA Commercial Mortgage Company For The Period Of July 14, 2006 Through March 12, 2007** (Docket No. 3511). Applicant seeks payment of fees and reimbursement of expenses incurred from July 14, 2006 through March 12, 2007. Sierra Consulting Group requests an award of \$376,225.55, consisting of fees in the amount of \$367,984.50, as well as reimbursement of expenses in the amount of \$8,241.05.

2. **First And Final Application For Award Of Professional Fees Of KPMG LLP For The Period Through March 12, 2007** (Docket No. 3550). Applicant seeks payment of fees and reimbursement of expenses incurred through March 12, 2007. KPMG LPP requests an award of \$94,374.00, consisting of fees in the amount of \$94,374.00, as well as reimbursement of expenses in the amount of \$0.00.

3. **Final Application Of Kirkpatrick & Lockhart Preston Gates Ellis LLP For Allowance Of Attorneys Fees And Reimbursement As Ordinary Course Business Counsel For The Period December 1, 2006 Through February 28, 2007** (Docket No. 3551). Applicant seeks payment of fees and reimbursement of expenses incurred from December 1, 2006 through February 28, 2007. Kirkpatrick & Lockhart Preston Gates Ellis LLP requests an award of \$22,530.69, consisting of fees in the amount of \$22,283.00, as well as reimbursement of expenses in the amount of \$247.69.

4. **Application For Entry Of Order (I) Finally Allowing And Approving All Compensation And Expenses Incurred By Mesirow Financial Interim Management, LLC In Its Capacity As Debtors' Crisis Managers And Chief Restructuring Officers For The Period April 13, 2006 Through March 12, 2007; (II) Allowing And Approving A Success Fee; (III) Authorizing Application Of The Retainer Against The Allowed Fees And Expenses; And (IV) Authorizing Payment Of The Balance Due** (Docket No. 3552). Applicant seeks payment of fees and reimbursement of expenses incurred from April 13, 2006 through March 12, 2007.

Mesirow Financial Interim Management, LLC requests an Order for an award of \$12,506,371.83, consisting of fees in the amount of \$11,389,203.09, as well as reimbursement of expenses in the amount of \$1,117,168.74. In addition, Mesirow requests a success fee in the amount of \$2,500,000.00.

5. **Final Fee Application Of Alvarez & Marsal, LLC As Financial And Real Estate Advisor For The Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC For Allowance And Payment Of Fees And Expenses For The Period From June 1, 2006 Through March 12, 2007 (Affects USA Capital First Trust Deed Fund, LLC)** (Docket No. 3553). Applicant seeks payment of fees and reimbursement of expenses incurred from June 1, 2006 through March 12, 2007. Alvarez & Marsal, LLC requests an award of \$660,792.31, consisting of fees in the amount of \$645,012.51, as well as reimbursement of expenses in the amount of \$15,779.80.

6. **Second And Final Application Of The Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC For Reimbursement Of Expenses Of Committee Members For The Period Of August 1, 2006 Through March 12, 2007 (Affects USA Capital First Trust Deed Fund, LLC)** (Docket No. 3554). Applicant seeks final allowance and payment for the reimbursement of expenses incurred from May 10, 2006 through March 12, 2007 for the following Committee Members: 1) Mary Ellen Moro in the amount of \$2,322.14; and 2) Richard G. Woudstra Revocable Trust in the amount of \$684.38.

7. **Second And Final Application Of Ray Quinney & Nebeker P.C. For Compensation And Reimbursement Pursuant To 11 U.S.C. §330 For The Period April 13, 2006 Through March 12, 2007** (Docket No. 3555). The Applicant seeks payment of fees and reimbursement of expenses incurred from April 13, 2006 through March 12, 2007. Ray Quinney & Nebeker P.C. requests an award of \$3,914,065.20, consisting of fees in the amount of \$3,679,202.52, as well as reimbursement of expenses in the amount of \$234,862.68.

8. **Second And Final Application Of Shea & Carlvon, Ltd. Special (Local) Counsel To The Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC For Payment Of Fees And Reimbursement Of Expenses (Affects USA**

Capital First Trust Deed Fund, LLC (Docket No. 3561). Applicant seeks payment of fees and reimbursement of expenses incurred from April 24, 2006 through March 12, 2007. Shea & Carlyon, Ltd. requests a total award of \$781,825.06, consisting of fees in the amount of \$762,221.75, as well as reimbursement of expenses in the amount of \$19,603.31.

9. **Second And Final Fee Application Of The Official Committee Of Holders Of Executory Contract Rights Through USA Commercial Mortgage Company For Reimbursement Of Expenses Of Committee Member** (Docket No. 3562). Applicant seeks the reimbursement of expenses incurred from May 10, 2006 through March 13, 2007 for the following Committee Members: 1) Jim McCollum in the amount of \$607.99; 2) Arthur Polacheck in the amount of \$1,386.62; and 3) Ned Homfeld in the amount of \$496.77.

10. **Beckley Singleton, Chartered's Final Application (June 9, 2006 – March 12, 2007)** (Docket No. 3564). Applicant seeks payment of fees and reimbursement of expenses incurred from June 9, 2006 through March 12, 2007. Beckley Singleton, Chartered requests an award of \$523,814.70, consisting of fees in the amount of \$458,344.87, as well as reimbursement of expenses in the amount of \$65,469.83.

11. **Final Application Of Stutman, Treister & Glatt, P.C., As Counsel For The Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC, For Allowance And Payment Of Fees And Expenses For The Period From May 10, 2006 Through March 12, 2007 (Affects USA Capital First Trust Deed Fund, LLC)** (Docket No. 3574). Applicant seeks payment of fees and reimbursement of expenses incurred from May 10, 2007 through March 12, 2007. Stutman, Treister & Glatt, P.C. requests an award of \$2,252,103.30, consisting of fees in the amount of \$2,159,529.95, as well as reimbursement of expenses in the amount of \$92,573.35.

12. **Second And Final Application Of Schwartz & McPherson Law Firm For Allowance Of Attorneys' Fees And Reimbursement Of Expenses For The Period April 14, 2006 Through March 12, 2007** (Docket No. 3576). Applicant seeks payment of fees and reimbursement of expenses incurred from April 14, 2006 through March 12, 2007. Schwartz & McPherson Law Firm requests an award of \$1,085,244.94, consisting of fees in the amount of

1 \$1,054,411.00, as well as reimbursement of expenses in the amount of \$30,833.94.

2 13. **Orrick, Herrington & Sutcliffe LLP's Final Fee Application (June 1, 2006 –**
 3 **March 12, 2007)** (Docket No. 3577). Applicant seeks payment of fees and reimbursement of
 4 expenses incurred from June 1, 2006 through March 12, 2007. Orrick, Herrington & Sutcliffe
 5 LLP requests an award of \$2,271,695.18, consisting of fees in the amount of \$2,228,780.60, as
 6 well as reimbursement of expenses in the amount of \$42,914.58.

7 14. **Lewis And Roca LLP's Second And Final Application For Allowance Of**
 8 **Compensation And Reimbursement Of Expenses Incurred As Attorneys For Official**
 9 **Committee Of Unsecured Creditors Of USA Commercial Mortgage Company** (Docket No.
 10 3589 & 3614). Applicant seeks payment of fees and reimbursement of expenses incurred from
 11 May 24, 2006 through March 12, 2007. Lewis And Roca LLP requests an award of
 12 \$1,326,719.48, consisting of fees in the amount of \$1,205,492.75, as well as reimbursement of
 13 expenses in the amount of \$121,226.73.

14 15. **Final Fee Application Of Gordon & Silver, Ltd., Seeking Compensation For**
 15 **Legal Services Rendered And Reimbursement Of Expenses** (Docket No. 3601). Applicant
 16 seeks payment of fees and reimbursement of expenses incurred from May 24, 2006 through March
 17 12, 2007. Gordon & Silver, Ltd. requests an award of \$1,042,706.37, consisting of fees in the
 18 amount of \$1,028,068.75, as well as reimbursement of expenses in the amount of \$14,637.62.

19 16. **First And Final Fee Application Of FTI Consulting , Inc. As Financial**
 20 **Advisors To The Office Committee Of Equity Security Holders Of USA Capital Diversified**
 21 **Trust Deed Fund, LLC (June 9, 2006 – March 12, 2007)** (Docket No. 3607). Applicant seeks
 22 payment of fees and reimbursement of expenses incurred from June 9, 2006 through March 12,
 23 2007. FTI Consulting, Inc. requests an award of \$1,644,331.52, consisting of fees in the amount
 24 of \$1,613,380.50, as well as reimbursement of expenses in the amount of \$30,951.02.

25 17. **First And Final Fee Application Of The Official Unsecured Creditors**
 26 **Committee Of USA Commercial Mortgage Company For Reimbursement Of Expenses Of**
 27 **Committee Members** (Docket No. 3408). Applicant seeks the reimbursement of expenses
 28 incurred from July 25, 2006 through March 12, 2007 for the following Committee Members: 1)

1 Larry Rieger in the amount of \$268.60; and 2) Donald Walker in the amount of \$60.00.

2 18. **Former Special Counsel For USA Commercial Mortgage Company David W.**
 3 **Huston's Final Application For Attorneys Fees And For Reimbursement Of Costs** (Docket
 4 No. 309 filed in Adversary Case No. 06-01167). Applicant seeks payment of fees and
 5 reimbursement of expenses incurred from May 18, 2006 through April 27, 2007. The Law Office
 6 Of David W. Huston, P.C. requests an award of \$76,161.87 consisting of fees in the amount of
 7 \$71,580.00, as well as reimbursement of expenses in the amount of \$4,581.87.

8 **NOTICE IS FURTHER GIVEN** that if you do not want the court to grant the relief sought
 9 in the Applications, or if you want the court to consider your views on the Applications, then
 10 pursuant to the order confirming the Debtors' Third Amended Joint Chapter 11 Plan Of
 11 Reorganization entered on the Court's Docket on January 8, 2007, you must file an opposition
 12 with the court, and serve a copy on the person making the Application ***no later than Tuesday,***
 13 ***May 29, 2007.*** The opposition must state your position, set forth all relevant facts and legal
 14 authority, and be supported by affidavits or declarations that conform to Local Rule 9014(c).

15 If you object to the relief requested, you *must* file a WRITTEN response to this
 16 pleading with the court. You *must* also serve your written response on the person who sent
 17 you this notice.

18 If you do not file a written response with the court, or if you do not serve your written
 19 response on the person who sent you this notice, then:

- 20 • The court may *refuse to allow you to speak* at the scheduled hearing; and
- 21 • The court may *rule against you* without formally calling the matter at the hearing.

22
 23 If you intend to file a reply to an opposition, you must file the reply with the court, and serve
 24 a copy on the person making the Opposition ***no later than Monday, June 11, 2007.*** The reply
 25 must state your position, set forth all relevant facts and legal authority, and be supported by
 26 affidavits or declarations that conform to Local Rule 9014(c).

27 Copies of the Applications may be obtained by accessing BMC Group, Inc.'s website at
 28 www.bmcgroup.com/usacmc, by accessing PACER through the United States Bankruptcy Court

1 website for Nevada at www.nvb.uscourts.gov, or by contacting BMC Group at telephone: (888)
2 909-0100.

3 **NOTICE IS FURTHER GIVEN** that the hearing on the Applications may be continued
4 without further notice.

5 **NOTICE IS FURTHER GIVEN** that unless otherwise indicated herein, the hearing will
6 be held before a United States Bankruptcy Judge, in the Foley Federal Building, 300 Las Vegas
7 Boulevard South, Courtroom 1, Las Vegas, Nevada on **June 22, 2007 at 9:30 a.m.**

8 Dated: May 2, 2007.

9
10 /s/ Lenard E. Schwartzer

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